

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Southern District of Texas				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Midway Rayford Partners, L.P.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 76-0620562			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 800 Town & Country Blvd., Suite 200 Houston, TX <div style="text-align: right;">ZIP Code 77024</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>		
County of Residence or of the Principal Place of Business: Harris			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		
Location of Principal Assets of Business Debtor (if different from street address above): Harris County, Texas, see attached Exhibit "A"					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Midway Rayford Partners, L.P.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Midway Rayford Partners, L.P.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Edward L. Rothberg 17313990

Printed Name of Attorney for Debtor(s)

Hoover Slovacek LLP

Firm Name

5847 San Felipe
Suite 2200

Houston, TX 77057

Address

713.977.8686 Fax: 713.977.5395

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Bradley R. Freels, Director and President

Printed Name of Authorized Individual

of its General Partner, Midway Rayford, Inc.

Title of Authorized Individual

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

TRACT V

EXHIBIT "A"

BEING A TRACT OR PARCEL OF LAND CONTAINING 10.772 ACRES (469,218 SQUARE FEET) SITUATED IN THE M. B. GRAY SURVEY, ABSTRACT 284 AND JAMES BLESSING SURVEY, ABSTRACT 162 T. W. HOUSE SURVEY A--1044, H. SANDERSON SURVEY A-725, HARRIS COUNTY, TEXAS; BEING PART OF LOT 4, BLOCK 13 OF WESTMORELAND FARMS AMENDED FIRST SUBDIVISION, RECORDED IN VOLUME 3, PAGE 60 OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS AND BEING PART OF THAT CERTAIN 16.364 ACRES TRACT CONVEYED TO BEN M. ANDERSON, TRUSTEE BY DEED MARCH 27, 1952 RECORDED IN VOLUME 2420, PAGE 309 OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS, SAID 10.772 ACRES TRACT, IS COMPRISED OF FOUR TRACTS, (1) BEING ALL OF THAT CERTAIN CALLED 4.6328 ACRE TRACT DESCRIBED IN HARRIS COUNTY CLERK'S FILE NO. 1801444, (2) THAT CERTAIN CALLED 3.5443 ACRE TRACT (TRACT ONE) AND (3) THE 0.6342 ACRE TRACT, BOTH DESCRIBED IN HARRIS COUNTY CLERK'S FILE NO. 1801443, (4) AND THAT CERTAIN CALLED 1.9605 ACRE TRACT DESCRIBED IN HARRIS COUNTY CLERK'S FILE NO. 1801445. SAID 10.772 ACRE TRACT BEING MORE PARTICULARLY, DESCRIBED BY METES AND BOUNDS AS FOLLOWS,

COMMENCING AT A 1 INCH IRON PIPE FOUND IN THE EAST RIGHT-OF-WAY LINE OF RICE AVENUE (90 FOOT WIDE) AT THE SOUTHWEST CORNER OF SAID LOT 4, BLOCK 13 OF WESTMORELAND FARMS;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG SAID EAST LINE OF RICE AVENUE, FOR A DISTANCE OF 177.20 FEET TO A 5/8 INCH IRON ROD FOUND FOR THE MOST WESTERLY SOUTHWEST CORNER AND THE POINT OF BEGINNING;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, CONTINUING ALONG SAID EAST LINE OF RICE AVENUE, FOR A DISTANCE OF 307.20 FEET TO A 5/8 INCH IRON ROD FOUND FOR THE MOST WESTERLY NORTHWEST CORNER, BEING THE SOUTHWEST CORNER OF THAT CERTAIN CALLED 2.5 ACRE TRACT DESCRIBED IN HARRIS COUNTY CLERK'S FILE NO. M207153;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE SOUTH LINE OF SAID 2.5 ACRE TRACT, FOR A DISTANCE OF 620.00 FEET TO A 5/8 INCH IRON ROD SET FOR AN INTERIOR CORNER;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE EAST LINE OF SAID 2.5 ACRE TRACT, FOR A DISTANCE OF 175.60 FEET TO A 5/8 INCH IRON ROD SET FOR CORNER IN THE NORTH LINE OF SAID LOT 4, AND THE NORTH LINE OF THAT CERTAIN CALLED 16.346 ACRE TRACT DESCRIBED IN VOLUME 2420, PAGE 309, OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE

Continued on next page

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE NORTH LINE OF SAID 1.729 ACRE TRACT, FOR A DISTANCE OF 425.00 FEET TO THE POINT OF BEGINNING AND CONTAINING 10.772 ACRES (469,218 SQUARE FEET) OF LAND, MORE OR LESS.

Form B1, Exhibit C
(9/01)

**United States Bankruptcy Court
Southern District of Texas**

In re Midway Rayford Partners, L.P.

Debtor(s)

Case No.

Chapter 11

Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Midway Rayford Partners, LP owns a 10.772 ac tract of land (the "Property") acquired from Anderson Greenwood & Co ("AGCO"). Groundwater contamination, and perhaps soil contamination, is known to be present on, under and/or adjacent to the Property.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

AGCO, a subsidiary of TYCO International, formerly operated a valve manufacturing plant on the Property. During this period, AGCO allowed contaminants into the soil which ultimately contaminated the groundwater. The Property is in the voluntary cleanup program with the TCEQ, with AGCO as responsible party. While there is no reason to believe there is a specific health risk, the contamination is being monitored and remediated in accordance with TCEQ guidelines pending reaching levels of contamination below action levels promulgated by TCEQ. The timing of such closure action is unknown at this point. Substantial documentation is available concerning the contamination and actions relating thereto.

**WRITTEN CONSENT OF THE DIRECTOR OF THE GENERAL PARTNER
OF MIDWAY RAYFORD, L.P.**

The undersigned, being the Director and President of Midway Rayford, Inc., the General Partner of Midway Rayford Partners, L.P., a Texas limited partnership (the "Partnership"), and pursuant to the provisions of the Texas statutes, hereby consents to the adoption by the General Partner of the Partnership of the following resolutions and to the action authorized in such resolutions being taken by the General Partner in lieu of a meeting thereof:

RESOLVED, that the Partnership should reorganize by filing for bankruptcy protection under Chapter 11 of the Bankruptcy Code with an appropriate federal bankruptcy court sitting in Harris County, Texas;

RESOLVED, that Bradley R. Freels, Director and President of Midway Rayford, Inc., the General Partner of the Partnership, is hereby authorized and directed to prepare or cause to be prepared the voluntary petition and to cause the initiation and prosecution of a case under the Bankruptcy Code; and

RESOLVED, that Bradley R. Freels is hereby authorized and directed to prepare or cause to be prepared all other documents, pleadings and other instruments necessary, in the sole discretion of the Director to be appropriate, to prosecute the case under the Bankruptcy Code; and

RESOLVED, that the Partnership is authorized and directed to employ and retain the firm of Hoover Slovacek LLP, Attorneys at Law, to represent the Partnership in its case under the Bankruptcy Code upon such retainer and compensation agreement as may seem in the sole discretion of the Director to be appropriate.


RESOLVED FURTHER, that any and all actions taken by the General Partner of this Partnership, for and on behalf and in the name of this Partnership, prior to the adoption of the foregoing resolutions, in connection with any of the foregoing matters, be and they are hereby, ratified, confirmed and approved in all respects for all purposes.

The undersigned, being the General Partner of the Partnership hereby consents to the foregoing effective the 4th day of April, 2011.

MIDWAY RAYFORD PARTNERS, L.P.

By: MIDWAY RAYFORD, INC.

By:

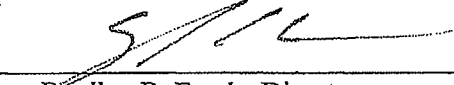


**Bradley R. Freels,
Director and President**

CONSENT OF LIMITED PARTNER:

MIDWAY INTERESTS, INC.

By: _____


Bradley R. Freels, Director